

# **BOARD OF DIRECTORS COMMUNICATION POLICY ENVISION HEALTHCARE CORPORATION**

Adopted December 1, 2016.

## **1. Policy Statement**

Envision Healthcare Corporation (the “Corporation”) values the input and insights of its stockholders and other interested parties and believes that effective communication strengthens the role of the Corporation’s Board of Directors (the “Board”) as an active, informed and engaged body. To facilitate communication, this Policy outlines the procedures for communicating with the Board, its Committees and its members.

The Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) will oversee this Policy and will periodically review it and recommend any changes to the Board. The Board can modify this Policy unilaterally at any time without notice.

## **2. Communications to the Board**

Stockholders and other interested parties can communicate with the Board as a whole, the independent directors, or any individual member of the Board or any Committee of the Board. All such communications should be submitted by e-mail at:

[Board\\_of\\_Directors@evhc.net](mailto:Board_of_Directors@evhc.net)

Or by mail at the following address:

Envision Healthcare Corporation  
c/o Secretary  
6363 South Fiddler’s Green  
Circle, 14<sup>th</sup> Floor  
Greenwood Village, CO 80111

## **3. Procedures for Handling Communications to the Board**

The Board has designated the Corporation’s Secretary as its agent to receive and review written communications addressed to the Board, any of its Committees, or any Board member or group of members. The Secretary may communicate with the sender for any clarification. In addition, the Secretary will promptly forward to the Chairman of the Audit Committee of the Board (the “Audit Committee”) and the Office of the General Counsel any communication alleging legal, ethical or compliance issues by management or any other matter deemed by the Secretary to be potentially material to the Corporation.

As an initial matter, the Secretary will determine whether the communication is a proper communication for the Board. The Secretary will not forward to the Board, any

Committee or any director communications of a personal nature or not related to the duties and responsibilities of the Board, including, without limitation, junk mail and mass mailings, business solicitations, routine customer service complaints, new product or service suggestions, opinion survey polls or any other communications deemed by the Secretary to be immaterial to the Corporation (“Immaterial Communications”).

Separately, the Audit Committee has established the Whistleblower Policy, attached hereto as Annex A, for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by associates of the Corporation of concerns regarding questionable accounting or auditing matters.

The Secretary will maintain a log and copies of all communications other than Immaterial Communications, which any director may review upon request. The Secretary will review the log periodically, but not less than annually, with the Chairman of the Audit Committee and the Office of the General Counsel.

**WHISTLEBLOWER POLICY  
ENVISION HEALTHCARE CORPORATION**

Adopted by the Audit Committee December 1, 2016

**1. Purpose**

Envision Healthcare Corporation (the “Corporation”) is committed to high standards of ethical, honest and legal business conduct. In line with this principle and our commitment to open communication, this Whistleblower Policy (the “Policy”) provides an avenue for associates and other interested parties to bring to our attention illicit or illegal conduct and reassurance that they will be protected from reprisals for raising such concerns. This Policy is intended to cover protections for bringing to our attention questionable business conduct at the Corporation such as:

- (a) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation;
- (b) fraud or deliberate error in the recording and maintaining of financial records of the Corporation;
- (c) deficiencies in, or non-compliance with, the Corporation’s internal accounting controls;
- (d) misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Corporation; or
- (e) deviation from full and fair reporting of the Corporation’s financial condition.

This Policy is intended to comply with the requirements of Section 301 of the Sarbanes-Oxley Act of 2002, Section 922 of Dodd-Frank Act of 2010 and the New York Stock Exchange’s corporate governance standards for listed companies.

**2. Policy**

It is the policy of the Corporation to encourage associates and other interested parties, when they, in good faith, reasonably believe that any questionable conduct regarding accounting, internal accounting controls or auditing matters, has occurred, is occurring or is about to occur, to report those concerns immediately. Such reports may be made anonymously and the identity of the reporter will be treated as confidential.

The Corporation strictly prohibits discrimination, retaliation or harassment of any kind by any Corporation officer, director, associate or agent against any associate or other

interested party who in good faith reports or participates in an investigation of reported complaints of questionable or illicit conduct.

### **3. Reporting Procedures**

The procedures in this Policy are intended for serious and sensitive issues. If an associate or other interested party has reason to believe that there exists questionable or illicit conduct, including conduct related to accounting methods, internal accounting controls, auditing matters or financial reporting practices, the associate or other interested party should immediately report those facts by phone or e-mail at:

By phone: (877) 835-5267

By email: [complianceconcerns@evhc.net](mailto:complianceconcerns@evhc.net)

By mail at the following address:

Envision Healthcare Corporation  
c/o Secretary  
6363 South Fiddler's Green  
Circle, 14<sup>th</sup> Floor  
Greenwood Village, CO 80111

The reporting individual should provide names, dates, places and other details sufficient to facilitate an effective investigation.

### **4. Investigations**

- (a) Upon receiving a complaint under this Policy, the Secretary will notify the Chairman of the Audit Committee and the Office of the General Counsel that a complaint has been received. No person who is the subject of a complaint will receive such a notification.
- (b) The Secretary and the Office of the General Counsel, in conjunction with the Internal Audit Department, to the extent the Office of the General Counsel deems necessary or appropriate, will undertake a preliminary investigation on behalf of the Audit Committee to determine if the information can be substantiated. Upon receiving the results of the preliminary investigation, the Chairman of the Audit Committee will determine if any further action is required to follow up on the complaint.
- (c) The Chairman of Audit Committee has the power to take any appropriate action including, among other things to: (1) refer the matter to the full Audit Committee (2) refer the matter to the full Board of Directors; (3) further investigate the matter; (4) direct that a further internal investigation be conducted; or (5) retain outside counsel, accountants or other third-party advisors to investigate.
- (d) The Secretary will maintain a log of all complaints received, tracking their receipt, investigation and resolution. A periodic summary report will be

provided by the Secretary to the Audit Committee and the Office of the General Counsel for all complaints received.

- (e) All information disclosed during the course of any investigation will remain confidential, except as necessary to conduct, conclude, and, if appropriate, prosecute the investigation. In the case of any anonymous complaint, a person who reports a suspected violation may not be informed of the results of an investigation.
- (f) All associates and members of management have a duty to promptly cooperate and provide accurate information in connection with any investigation of reports of questionable conduct, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters.
- (g) Prompt and appropriate corrective action will be taken when and as warranted. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported, and the facts proven by investigation. The persons responsible for any misconduct, or those failing to cooperate or who provide false information during an investigation, will be subject to disciplinary action, up to and including termination.

## **5. Modification**

The Audit Committee or the Board can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable legal requirements or to accommodate Corporation organizational changes.